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FLORIDA PROFIT CORPORATION OR P.A.

CIRPLAST, CORP.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 1999

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SUBJECT: CIRPLAST, CORP.
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ARTICLE VI AND ARTICLE VII STILL NEEDS CORRECTIONS.

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Prepared By:
Mercedes Lopez Cisneros, Esq.
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Miami, FL 33134

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ARTICLES OF INCORPORATION
OF

CIRPLAST, CORP.

" NON PROFIT "

I, the undersigned, hereby associate myself together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporation for profit.

ARTICLE I
NAME

The name, principal place of business and mailing address of the corporation shall be:

CIRPLAST, CORP.

1627 Brickell Avenue, Apt. 2605, Miami, FL 33129

ARTICLE II
NATURE OF BUSINESS

The specific purpose(s) for which the corporation is organized is(are):

The corporation is a non-profit corporation and shall have all of the power, duties, authorizations and responsibilities as

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provided in the Florida Not profit Corporation Act as may be necessary or appropriate to fulfilling the purposes for which the Corporation is organized. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall neither have nor exercise any power, nor shall it carry on any other activities not permitted to be carried on (a) by a corporation that is exempt from federal income tax Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provisions of any future United States Revenue Law (hereinafter referred to as the "Code"), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation is organized exclusively for charitable purposes, including, providing medical services in the United States and abroad for reconstructive plastic surgery specially on indigent patients, providing training in reconstructive surgery techniques to surgeons and associated professionals in remote rural areas, to conduct research and participate in different programs with educational institutions. This organization will normally receive a substantial part of its support or funds in the form of contributions from a governmental unit or from the general public as provided in Section 170(b)(1)(A)(vi) and from private individuals.

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ARTICLE III
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business will not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE V
ADDRESS

The initial street address in this State of the principal office of the corporation shall be:

1627 Brickell Avenue, Apt. 2605
Miami, FL 33129

The Board of Directors may from time to time move the principal office to any other address in Florida.

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ARTICLE VI
DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than three (3).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of the corporation, and any person who serves at the request of the corporation, as a director or officer of any other corporation, from any against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person of all legal and other expenses reasonably incurred by him in connection with any liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful

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misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify, reimburse such person in any proper case even though not specifically herein provided for.

Nor contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors or the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or if so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or

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transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII
INITIAL DIRECTORS

The name and addresses of the first Board of Directors and of the officers, who subject to the provisions of these Articles of Incorporation, By-Laws of this corporation, and the corporation laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

NAME	TITLE
CARLOS E. NAVARRO,	PRESIDENT
MARIA ELVIRA NAVARRO,	VICE-PRESIDENT
JULIO NAVARRO,	SECRETARY

ADDRESS: 1627 Brickell Ave., Apt. 2605, Miami, FL 33129

ARTICLE VIII
INCORPORATORS

The names and addresses of each incorporator of these Articles of Incorporation are as follows:

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NAME	ADDRESS
CARLOS E. NAVARRO.	1627 Brickell Ave. # 2605 Miami, Florida 33129
MARIA ELVIRA NAVARRO.	1627 Brickell Ave. # 2605 Miami, Florida 33129.
JULIO NAVARRO.	1627 Brickell Ave. #2605 Miami, Florida 33129.

ARTICLE IX
OFFICERS

The officers of this corporation shall be a president, one vice-president, a secretary and a treasurer, and such other officers, agents, and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors.

ARTICLE X
AMENDMENTS

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein granted subject to this reservation.

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ARTICLE XI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Carlos Navarro
1627 Brickell Avenue # 2605
Miami, FL 33129

ARTICLE XII
INCORPORATORS

The name(s) and street address(es) of the incorporator(s) for these Articles of Incorporation is (are):

Carlos Navarro
1627 Brickell Avenue # 2605
Miami, FL 33129

Maria Elvira Navarro
1627 Brickell Avenue # 2605
Miami, FL 33129

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 25 day
of March 1999.



Carlos Navarro, Incorporator



Maria E. Navarro.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.05-1 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
CIRPLAST CORP.
2. The name and address of the registered agent and office is:

CARLOS NAVARRO

(NAME)

1627 BRICKELL AVENUE, APT 2605

MIAMI, FLORIDA 33129

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Carlos Navarro MD.

CARLOS E. NAVARRO.

DATE: March 25, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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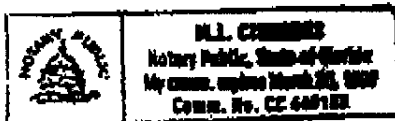
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME, personally appeared, CARLOS E. NAVARRO

known to me to be the person(s) described in and who
 executed the foregoing Articles of Incorporation and acknowledges
 before me that (he) (she) (they) executed the same freely and
 voluntarily for the purposes herein stated.

WITNESS my hand and official seal at Miami, Dade County,
 Florida, this 25 day of March, 1999.



MERCEDES LOPEZ CISNEROS

My Commission Expires:

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 TALLAHASSEE, FLORIDA

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